

**AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574**

This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Rampart Recording District in Book 4 Pages 0237 through 0343 on July 16, 1979, hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 19th day of June, 2000 by and between the STATE OF ALASKA located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER, and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobile Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-596, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include additional State of Alaska land for a temporary construction zone to accommodate the installation and maintenance of an underground cathodic protection system. This system will utilize a shallow distributed horizontal groundbed along an existing winter trail near the Dalton Highway milepost 38 near pipeline milepost (PLMP) 367.2. The anode system is designed to provide maximum protection for future integrity of the pipeline by enhancing cathodic protection of the buried Trans-Alaska Pipeline System between PLMPs 361 and 372.

NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the lands within the Rampart Recording District described as:

Township 11 North, Range 9 West, Fairbanks Meridian, Alaska.

Section 22, NE4SE4, those lands lying south of and adjacent to the TAPS right-of-way at PLMP 367 and within and east of the Dalton Highway right-of-way at highway milepost 38, the entire area lying southeast of the intersection of the pipeline and highway, as depicted on the drawing submitted October 12, 1999 labeled "COOPERATIVE CORROSION PROJECT X08095X, T11N, R9W, F.M., SEC. 22, PLMP 367".

Containing approximately 2.10 acres

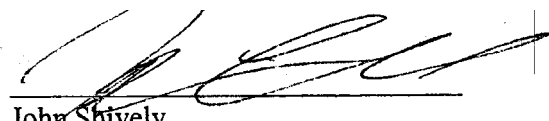
The lands described above are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574.

The lands needed to accommodate the cathodic protection system after construction will be substantially less than those described above. After construction, Alyeska Pipeline Service Company will submit an as-built drawing for the Commissioner's approval. The as-built drawing will tie the system to the pipeline centerline. Upon Alyeska's acceptance of the Commissioner's approval of the as-built, Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574 will be amended to reflect the final, amended legal description.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

STATE OF ALASKA

LESSEE



John Shively
Commissioner

Department of Natural Resources



Alyeska Pipeline Service Company

Agent for

Amerada Hess Pipeline Corporation
ARCO Transportation Alaska, Inc.
BP Pipelines (Alaska) Inc.
Exxon Pipeline Company
Mobil Alaska Pipeline Company
Phillips Alaska Pipeline Corporation
Unocal Pipeline Company

STATE OF ALASKA

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ss.

THIRD JUDICIAL DISTRICT

THIS IS TO CERTIFY that on the 19th day of June, 2000, before me, personally appeared Peter C. Nagel, who stated that he executed the foregoing document as authorized representing Alyeska Pipeline Service Company as agent for its above-referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

Mary C. Cookson

Notary Public in and for the State of Alaska

My Commission expires 8/14/02

STATE OF ALASKA

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ss.

THIRD JUDICIAL DISTRICT

THIS IS TO CERTIFY that on the 19th day of June, 2000, before me, personally appeared John Shively, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.



Mayetta V. Jeffery

Notary Public in and for the State of Alaska

My Commission expires 10-22-03